

MATCHING FUND AGREEMENT

This Matching Fund Agreement is made between the United States of America ("United States"), United Memorial Healthcare Association (formerly known as United Memorial Hospital), a Michigan nonprofit corporation located at 615 S. Bower Street, Greenville, Michigan 48338 ("UMH"), and Spectrum Health, also a Michigan nonprofit corporation located at 320 Michigan, N.E., Grand Rapids, Michigan 49503, on this 5th day of September, 2003 (the "Effective Date").

RECITALS

This Agreement is entered into in reference to the following facts:

1. UMH is a hospital that provides inpatient and outpatient services to the residents of Montcalm County and surrounding areas. On January 8, 2002, UMH pled guilty in the United States District Court for the Western District of Michigan to a single count of wire fraud (the "Plea"). The United States alleged, and UMH admitted, that the hospital had improperly billed an unnecessary procedure to a private third-party payor.
2. Pursuant to that Plea, UMH was required to affiliate with a healthcare entity acceptable to the United States. In addition, UMH was required to pay a fine in the amount of \$1,050,908.60 to the United States.
3. Subsequent to entry of that Plea, Spectrum Health agreed to become the sole member (owner) of UMH. As part of this relationship, Spectrum Health has agreed to appoint a new board of trustees, a new CEO, and a new Corporate Compliance Officer at UMH. In addition, UMH has agreed to enter into a Corporate Integrity Agreement with the United States that imposes various compliance-related requirements.
4. The parties to this Agreement recognize that Spectrum Health will be required over the next several years to invest substantial sums of money into UMH's operations to bring them into compliance with Spectrum Health's internal quality standards. This investment, in turn, affects UMH and Spectrum Health's ability to fund indigent healthcare and educational programs.
5. The United States has a strong interest in promoting quality healthcare for all of the citizens served by UMH, including individuals who, for economic reasons, cannot afford such healthcare. The parties also have a shared interest in providing healthcare education to high-risk groups.
6. Spectrum Health operates a program known as "Healthier Communities" that provides a number of healthcare services, including educational services, to disadvantaged economic groups living within Spectrum Health's service areas. The United States and Spectrum Health have a shared interest in expanding the services provided by Healthier Communities to the residents of the Greenville area.

In consideration of and reliance upon the above recitals, and the promises and covenants described in this Agreement, the parties agree as follows.